

State of Missouri  
Office of Secretary of State

Case No. AP-09-15

IN THE MATTER OF:

AISLE 411, INC.,

Respondents.

Serve Aisle 411, Inc. at:  
210 Tucker Blvd., Suite 620  
St. Louis, Missouri 63101

c/o Joseph R. Soraghan  
Dana McKittrick, PC  
150 N Meramec Ave., Suite 450  
St. Louis, Missouri 63105

**CONSENT ORDER**

**SUMMARY OF ENFORCEMENT SECTION'S ALLEGATIONS**

1. The Enforcement Section of the Missouri Securities Division alleges that Aisle 411, Inc. ("Respondent") violated Section 409.3-301, RSMo. (Cum. Supp. 2008), when it offered and sold its stock to 36 Missouri residents present in this state during twelve consecutive months when those shares were neither registered nor exempt.
2. Respondent and the Enforcement Section desire to settle the allegations and the matters raised by the Enforcement Section relating to the allegation that Respondent sold unregistered, nonexempt securities in Missouri.

**CONSENT TO JURISDICTION**

3. Respondent and the Enforcement Section stipulate and agree that the commissioner has jurisdiction over Respondent and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409, RSMo. (Cum. Supp. 2008) (the "Act").
4. Respondent and the Enforcement Section stipulate and agree that the commissioner has authority to enter this order pursuant to Section 409.6-604(h), RSMo. (Cum. Supp. 2008), which provides: "The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act."

**WAIVER AND EXCEPTION**

5. Respondent waives its right to a hearing with respect to this matter.
6. Respondent waives any right that it may have to seek judicial review or otherwise

challenge or contest the terms and conditions of this order. Respondent specifically forever releases and holds harmless the Missouri Office of Secretary of State, the secretary of state, the commissioner of securities, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.

7. Respondent stipulates and agrees with the Enforcement Section that, should the facts contained herein prove to be false or incomplete, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.

### **CONSENT TO COMMISSIONER'S ORDER**

8. Respondent and the Enforcement Section stipulate and agree to the issuance of this order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
9. Respondent agrees not to take any action or to make or permit to be made any public statement creating the impression that this order is without a factual basis. Nothing in this paragraph affects Respondent's (a) testimonial obligations; (b) right to take legal or factual position in defense of litigation or in defense of other legal proceedings in which the commissioner of securities is not a party; or (c) right to make public statements that are factual.
10. Respondent agrees that Respondent is not the prevailing party in this action since the parties have reached a good faith settlement.
11. Respondent neither admits nor denies the allegations made by the Enforcement Section but consents to the commissioner's findings of fact, conclusions of law, and order as set forth below solely for the purposes of this proceeding and any proceeding that may be brought to enforce the terms of this order.

### **FINDINGS OF FACT**

12. Respondent is a corporation which organized under the laws of the State of Nevada on April 29, 2008.
13. On July 18, 2008, Respondent registered as a foreign corporation in Missouri with an address at 210 Tucker Blvd., Suite 620, St. Louis, Missouri 63101.
14. Between May 29, 2008 and January 24, 2009, Respondent sold \$224,261.00 of its shares to 36 Missouri investors.
15. On or about June 17, 2008, Respondent filed with the United States Securities and Exchange Commission a notice of sales under Rule 504 of Regulation D.
16. At all times relevant to this order, Respondent's shares were not registered under the Act nor had Respondent submitted to the commissioner any notice filing indicating Respondent's securities were federal covered securities or otherwise exempt from the Act's registration requirement.

### **CONCLUSIONS OF LAW**

17. The commissioner concludes that Respondent violated Section 409.3-301, RSMo. (Cum. Supp. 2008), when it sold its shares in the State of Missouri while those shares were not federal covered securities, were not registered under the Act, and were not exempt from the Act's registration requirement.
18. The commissioner concludes that this matter and Respondent are subject to the commissioner's jurisdiction under the Act.
19. The commissioner concludes that the following order is in the public interest, necessary for the protection of public investors, and consistent with the purposes intended by the Act.

## **ORDER**

**NOW, THEREFORE,** it is hereby ordered that:

1. Respondent shall pay \$5,000.00 to the Investor Education and Protection Fund. This amount shall be sent to the Missouri Securities Division at 600 West Main Street, Jefferson City, Missouri 65101 within ten days of the effective date of this order.
2. Respondent shall pay its own costs and attorneys fees with respect to this matter.

**SO ORDERED:**

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,  
MISSOURI THIS 7<sup>TH</sup> DAY OF APRIL, 2009.

ROBIN CARNAHAN  
SECRETARY OF STATE

(Signed/Sealed)  
MATTHEW D. KITZI  
COMMISSIONER OF SECURITIES

Consented to by:  
Patrick T. Morgan  
Chief Counsel  
Missouri Securities Division

Aisle411 Inc.

(signed)  
Matthew Kulig  
CEO  
4-2-2009

Approved as to form

(signed)  
Joseph R. Soraghan  
Attorney for Respondent

